

ITEL

Transportation Services Group

April 18, 1979

RECORDATION NO. 10120-14 Filed 1425

9-114A013

APR 24 1979 - 12 30 PM

Date APR 24 1979

INTERSTATE COMMERCE COMMISSION

Fee \$ 12.00

ICC Washington, D. C.

Honorable H. G. Homme
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are one original and five executed counterparts of an Amendment dated as of April 18, 1979, to a Conditional Sale Agreement dated as of February 5, 1979, between ACF Industries, Inc., 750 Third Avenue, New York, New York 10017, and ITEL Corporation, acting through its Rail Division, Two Embarcadero Center, San Francisco, California 94111. The Conditional Sale Agreement was filed on February 16, 1979, at 2:25 PM and assigned recordation number 10120.

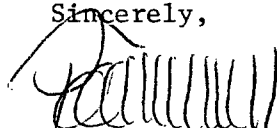
The Amendment covers the following equipment:

150 60'10", XM, 100-ton boxcars numbered EACH 4001-4150,
both inclusive.

Also enclosed is this Company's check in the sum of \$10.00, payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing Amendment.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to David Schwartz, Esq., of Sullivan & Worcester, who will be delivering this letter on our behalf.

Sincerely,


Paul M. Willard
Counsel

PW:mb
Enclosures

RECEIVED
I.C.C.
FEE OPERATION BR.

APR 24 12 24 PM '79

RECEIVED

David M. Schwartz

David Schwartz

Interstate Commerce Commission

Washington, D.C. 20423

4/24/79

OFFICE OF THE SECRETARY

**Paul M. Willard, Counsel
Iitel Corporation
Two Embarcadero Center
San Francisco, Calif. 94111**

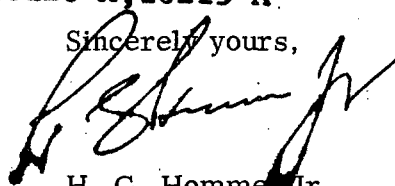
Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on **2/24/79** at **12:30pm**, and assigned re-

cordation number(s). **8654-D, 10120-A, 10215-A**

Sincerely yours,



**H. G. Homme Jr.
Secretary**

Enclosure(s)

SE-30
(3/79)

APR 24 1979 - 12 30 PM

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT, dated as of April 18, 1979, by and between ACF Industries, Inc., a New Jersey corporation (hereinafter called the "Manufacturer"), and Itel Corporation, a Delaware corporation, acting through its Rail Division (hereinafter called the "Vendee").

W I T N E S S E T H :

WHEREAS, the Manufacturer and the Vendee have heretofore entered into a Conditional Sale Agreement (the "Agreement") dated as of February 5, 1979, which was filed with the Interstate Commerce Commission on February 16, 1979 at 2:25 PM and assigned recordation number 10120; and

WHEREAS, the Manufacturer and Vendee desire to amend the Agreement;

NOW, THEREFORE, in consideration of the premises and of the promises of the parties herein contained, the parties agree to delete Section 4 of Schedule A in its entirety and substitute in lieu thereof the following:


"SECTION 4. Purchase Price:

The price will not exceed \$50,000.00 per unit
nor \$7,500,000.00 for all of the equipment."

ATTEST


ASSISTANT SECRETARY


ITEL CORPORATION, RAIL LEASE DIVISION

By: 
Date: 4-18-79

ATTEST


ASSISTANT SECRETARY

ACF INDUSTRIES, INC.

By:  TREASURER
Date: 4-20-79

SCHEDULE A

SECTION 1. Purchase Agreement:

Vendee's letter of October 18, 1978, Manufacturer's letter of October 30, 1978, LOT NO. 06662.

SECTION 2. Delivery Point:

Either at the Manufacturer's plant or to the railroad line of Vendee's lessee, the East Camden & Highland Railroad Company ("Lessee"), or to such other point as Vendee shall determine.

SECTION 3. Railroad Equipment:

150 60' 10", XM, 100-ton boxcars - EACH 4001-4150

SECTION 4. Purchase Price:

The price will not exceed \$50,000.00 per unit nor \$7,500,000.00 for all of the equipment.

SECTION 5. Markings on Cars:

Stencil in letters at least one inch in height: "Ownership subject to a security agreement filed with the Interstate Commerce Commission."

STATE OF New York)
) SS:
COUNTY OF New York)

On this 20th day of April, 1979, before me personally appeared HABORS, to me personally known, who, being by me duly sworn, says that he is TREASURER of ACF INDUSTRIES, INCORPORATED; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of this board of directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Edwin F. Meyer
Notary Public

EDWIN F. MEYER
NOTARY PUBLIC, State of New York
No. 30-7917803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1980

Notarial Seal

My Commission Expires:

STATE OF CALIFORNIA)
) SS:
CITY AND COUNTY OF)
SAN FRANCISCO)

On this 18th day of April, 1979, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of Itel Corporation, Rail Lease Division; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of this board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Beverly Leong
Notary Public

Notarial Seal

My Commission Expires: